

Alpha Psi Education, Scholarship & Leadership Foundation
Meeting of the Board of Directors and Annual Meeting of the Foundation
SATURDAY, February 04, 2023, 10am to 4pm @ Stockton Country Club

AGENDA

Expected to attend in-person

Directors: Logan Brodnansky, Taylor Chan, Michael Clauser, Larry Gorham, An Chun Kwan, Jennifer Ito, Michelle Ito, Ed Larimer, Nam Nguyen, Ralph Saroyan, Jack Schlegel, and Kristen Ward.

Board Liaisons: Duane Isetti, CFOSJ Liaison

Committee Chairperson: Lanni Lam (newsletter),

1. Call to order. (Larimer)

A. Establishment of a quorum.

B. Introductions and Opening remarks—Welcome and want to express my personal thanks to all Board members for their commitment to the Board and schedule for the day

2. Approval of minutes of Jan. 08, 2023, Teleconference Board Meeting.
(Kwan – see attached)

Board action requested: Motion by _____, second by _____ to approve the minutes of the January 08, 2023, Teleconference Board Meeting.

3. Annual Approval of the Board's Conflict of Interest Policy and Signing of this Policy Statement by each Board Member.
(Kwan – See attached)

The Internal Revenue Service requires that each year the Board affirm a Conflict-of-Interest Policy and that it be signed by each Board member. If a conflict, board member will inform the board and it will be recorded in the minutes.

Board action requested: Motion by _____, second by _____ to reaffirm the Board's Conflict of Interest Policy and require that each Director agree to this statement signing. Any conflicts will be recorded in the minutes.

4. Financial Report. (Gorham – see attachments)

CFO Gorham will lead the Board in a discussion of the 2022 year-end Financial Report including (actual vs. budgeted income and expenses) and the 2022 year-end reports on invested funds. The Board is encouraged to ask questions and satisfy themselves that they have a good understanding of the financial health of the Foundation prior to engaging in the strategic planning discussion to follow. Action will be taken regarding the 2023 budget following the strategic planning discussion and decisions made during this discussion.

Board action requested: Motion by _____, second by _____ to accept the 2022 year-end financial reports.

Gorham (see attachment) will review our investment relationship with CFOSJ. The Finance Committee recommends continuing our investment relationship with CFOSJ and the Bank of Stockton in the Growth Option.

Board Action requested: Motion by _____, second by _____ to approve the Recommendation of the Finance Committee to continue our investment relationship with CFOSJ and the Bank of Stockton and invest in the Growth Option.

5. For new and current directors, the Board voted in 2017 that Directors should not recommend candidates nor write letters of recommendation for any Foundation Scholarship and Award. This information is on the appropriate documents provided to people interested in seeking Foundation scholarships and awards.

This is informational only and no vote required.

6. Awards Proposal (Ito, M- see attached proposal, agreement, and current scholarship criteria).

a. Regarding the Foundation-Powell Grant agreement, Ito will lead us in discussion of naming of scholarships and establishing criteria. Attached to the agenda is the current criteria for our past scholarships. We should develop a similar form for each of the new scholarships.

Board Action requested: Motion by _____ second by _____ to approve the naming and criteria for Foundation-Powell Grant scholarships.

7. Restructuring Plan (Larimer—see attachments)

We have reach at critical point of transitions for the future. I have attached a suggested restructuring plan and we need healthy discussion on this proposal. Along with the restructuring, we also have a change in the Committee Charges.

Board Action requested: Motion by _____, second by _____ to approve the proposed recommendation to create the office of Vice President and plan for transition by 1-1-2024.

Board Action requested: Motion by _____, second by _____ to approve the proposed changes to the Committee Charges.

8. Updating the Strategic Plan. (Larimer – see attached Strategic Plan, notes of various committee meetings, and other related planning documents)

Strategic planning will be the major focus of this meeting. Because the past year's planning discussion have been very productive, we will follow the same approach this year. **In advance of this discussion, please read the document that presents the strategic planning philosophy and plan update model used by the Foundation since its inception.** This will provide the context necessary to keep everyone on the same page as to what we are working to achieve because of today's updating of the three-year strategic plan.

With this as background, our discussion will proceed using the following 5 step process (A through D).

A. Discussion of committee work

Each committee chair will report on the outcome of the committee's brainstorming. This will be followed by Board discussion and preliminary decisions regarding the priorities and activities for that committee.

Some committees may not report due to the nature of their charge, but all committees are listed.

1. Newsletter Subcommittee (Lam)
2. Scholarship Awards Committee (Ito, M)
 - a. Senior Awards in May
 - b. New Graduates Development Subcommittee (Chan)
 1. May 10th reserved at Stockton Country Club, 5pm May 17th N/A
3. Fundraising Committee (Nguyen)
 - a. Action plan,
 - b. Contributions & Fundraising Subcommittee (Kwan-see attachment)
 1. Fundraising Proposal
 2. CFOSJ 209Give—4-18-2023 or should we plan our own 209Give.
 - c. Stewardship Subcommittee (Nguyen)
 1. Foundations Brochures and Stewardship--necessary updates
 2. Donor Outstanding Balance Summary as 12-31-2022
 3. Ideas to discuss how to promote alumni to fulfill their pledge, especially if no payments since pledge and more than 3 years.
4. Leadership Development Committee (Ward)
 - a. Updates on programs from 2022.
 - b. Current 5-yr strategic plan attached—review for any modifications
5. Website Manager (Lee)

So far everything is working fine with the website Taylor Chan is learning how to update website.

B. Finalize programs and activities for 2023

Review decisions made throughout the discussions and finalized action approved for each committee's work.

NOTE: Within 25 days following this BOD meeting, each committee will finalize its 2023 Action Plan, work with the CFO to determine budgetary needs and **submit their Action Plans to the President to distribute to the Board.** No formal Board action is required by the Board during the planning discussion

- C. Update the APES&LF 3-Year Strategic Plan based upon the preceding discussions.
Final revised Strategic Plan will be approved during the April 2nd Board Meeting.

D. Preliminary draft 2023 budget

Review the financial impact of decisions made in “B” to provide any adjustments. The final proposed budget will be voted during the April 2nd meeting. Please submit any final committee budget request to **CFO Larry by Sunday, March 5th.**

9. Appointment of the 2023 Nomination Committee (Larimer)
President Larimer will ask the following people to serve on this year’s Nominations Committee: Logan Brodnansky (Chair), Michael Clauser, Michelle Ito, An Chun Kwan and Kristen Ward.

The Director positions that expire at the end of this year are:

Ed Larimer, Michelle Ito, Nam Nguyen, and Kristen Ward. All except Larimer are eligible for another term on the Board.

The following language is from the Foundation’s Bylaws.

Section 6.05. Election/Nomination/Term.

A. Directors shall be elected by the then-current Board annually at a meeting of the Board for this purpose, which is announced to the then-current Board at least 60 days in advance of said meeting.

B. A nomination committee shall be appointed by the President of this Corporation each year to nominate qualified candidates for election to the Board. Said president may not be a member of the nomination committee.

The nomination committee shall nominate qualified candidates for election to the Board at least thirty (30) days prior to the date of the Board meeting previously announced as the meeting at which election of directors shall take place. A list of candidates, including a detailed description of the qualifications of each candidate, shall be mailed, or emailed to each director at least ten (10) days prior to said meeting.

Note—Board meeting for election will be September 24th, 2023

C. Each director shall hold office for a period of three (3) years or until a successor has been elected and qualified. Terms of office shall be staggered such that no more than 40% of the Board is up for re-election in any given year. No director shall be eligible to serve more than three (3) consecutive full-length terms as a director.

No action by the Board is required.

10. Announcements and adjournment.

A. Announcements and any proposal of business not on the agenda

1. A reminder that all committees meet within the **next 25 days** and finalize their **action plans** and budget. Submit budget request to Gorham so he can finalize the budget.

2. Current “letter head” template attached to agenda notes along with all Board and Committee Rosters.

3. Schedule of remaining 2023 Board Meetings

April 2nd: (Sun) zoom conf. call at 7:30-9am PT

July 9th: (Sun) zoom conf. call at 7:30-9am PT

Sept. 24th:(Sun) zoom conf. call at 7:30-9am PT

Dec. 10th: (Sun) zoom conf. call at 7:30am-9am PT

4. Notes for Candidate Dinner and Greeting on Friday, February 3th prior to Annual Meeting on Saturday.

We will meet and greet the candidates at 5:00pm, join the main event about 6:00pm with our fellow alumni.

Main event will start at 7pm. All alumni are invited to join greeting the new candidates.

Formal Recruitment Dinner Program for February 3rd attached

5. Other?

B. Adjournment. The meeting was adjourned February 4th at ____pm.